

# **EXHIBIT A**

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

HOWARD RANDALL, TRUSTEE,  
HOWARD & GALE RANDALL TRUST  
FBO KIMBERLY RANDALL  
IRREVOCABLE TRUST UA FEB 15, 2000,  
Individually and on Behalf of All Others  
Similarly Situated,

Case No. 1:15-cv-07759-LAK

Plaintiff,

v.

FIFTH STREET FINANCE CORP., FIFTH  
STREET ASSET MANAGEMENT, INC.,  
LEONARD M. TANNENBAUM, BERNARD  
D. BERMAN, ALEXANDER C. FRANK,  
TODD G. OWENS, IVELIN M. DIMITROV,  
and RICHARD A. PETROCELLI,

Defendants.

ROBERT J. HURWITZ, Individually and on  
Behalf of All Others Similarly Situated,

Plaintiff,

v.

Case No. 1:15-cv-08908-LAK

FIFTH STREET FINANCE CORP., FIFTH  
STREET ASSET MANAGEMENT, INC.,  
LEONARD M. TANNENBAUM, BERNARD  
D. BERMAN, ALEXANDER C. FRANK,  
TODD G. OWENS, IVELIN M. DIMITROV,  
and RICHARD A. PETROCELLI,

Defendants.

**DECLARATION OF ARTHUR STEIN IN SUPPORT OF MOTION FOR  
CONSOLIDATION OF THE ACTIONS, APPOINTMENT AS LEAD PLAINTIFF  
AND APPROVAL OF SELECTION OF COUNSEL**

I, ARTHUR STEIN, hereby declare that:

1. I submit this declaration in support of my Motion to Consolidate, Appoint Lead Plaintiff, and Approve Lead Counsel.
2. I am seeking to be appointed co-lead plaintiff in order to have the opportunity to pursue an active role in the prosecution of the pending class action securities fraud lawsuit against those parties and/or individuals responsible for the acts and omissions relating to Fifth Street Finance Corp. (“Fifth Street” or the “Company”), which are at issue in this matter. I have lost a significant amount of money in connection with my holdings in the Company and wish to do everything I can to assist the shareholders in this lawsuit.
3. I hold a Doctorate of Philosophy in Psychology and formerly spent 35 years in family practice. I now specialize in regional social problem solving for small to moderate populations. My experience in investing spans over 60 years. In the course of my investments, I have become readily familiar with reviewing SEC filings, analyst recommendations, and research reports.
4. I intend to work together Mr. Joseph Sacco towards the common goal of obtaining an optimal result in this lawsuit. We are confident that we will be able to properly oversee this litigation as a small, cohesive “investor group.” The prosecution of this lawsuit is of our utmost concern. To this end, Mr. Sacco and I have spoken with each other about this case and our ability to work together going forward. Telephonic conferences and/or email correspondences will be held as frequently as necessary but in no event less than once per quarter. We both agree that all decisions will be made unanimously to the best of our abilities. To the extent that a consensus

cannot be reached, I will make any decisions necessary in light of my extensive background in investments and familiarity with the stock market in general and Fifth Street in particular.

5. As co-lead plaintiff, I understand that I will be responsible for supervising counsel and for making important litigation decisions. I intend to oversee my counsel and monitor the progress of the litigation on behalf of the other shareholders. I understand that this may require reviewing pleadings and motion papers, receiving status reports as to litigation activity, participating in discovery, and making ultimate decisions regarding settlement and/or trial. I understand my responsibilities as co-lead plaintiff and will fulfill those responsibilities to the best of my ability.

6. I have selected my counsel Levi & Korsinsky LLP based on the firm's premier reputation within the field of securities fraud litigation. I researched several firms before deciding to retain Levi & Korsinsky LLP. My research included reviewing the firm's resume and website as well as interviewing the firm's attorneys. I am confident in my selection and the firm's ability to represent the Company's shareholders throughout the course of this lawsuit.

I declare under the penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: December 15, 2015

  
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ARTHUR STEIN